

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)

**AFFIDAVIT OF DISINTERESTEDNESS OF MICHAEL J. PIETRYKOWSKI
IN SUPPORT OF GORDON & REES LLP'S
RETENTION AS AN ORDINARY COURSE PROFESSIONAL**

STATE OF CALIFORNIA)
) s.s.
COUNTY OF SAN FRANCISCO)

I, MICHAEL J. PIETRYKOWSKI, being duly sworn, deposes and says:

1. I am a partner with Gordon & Rees LLP, located at 275 Battery Street, 20th Floor, San Francisco, California 94111 (the "Firm").
2. The Debtors have requested that the Firm provide legal services for the defense of asbestos cases and other types of matters including product claims to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practices, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these

chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe money to the Firm for services prior to April 1, 2001, in the amount of \$249,279.92 for the prepetition services, fees and expenses.

7. The Firm has read the **Order Pursuant to 11 U.S.C. § 1107(a) and 1108 Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business** dated May 3, 2001, and understands the limitations on compensation allowed to be paid to an ordinary course professional.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.


I declare under penalty of perjury that the foregoing is true and correct.

GORDON & REES LLP

By: 
Name: Michael J. Pietrykowski
Title: Attorney

Sworn to and subscribed
before me on this 11th
day of May, 2005.




Notary Public
My Commission Expires: June 18, 2007